

**THE
GREENBRIER
COMPANIES**

0100415012

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

October 20, 1994

18451-A
OCT 26 1994 - 1 00 PM

Mr. Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of November 19, 1992, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Assignment Agreement dated as of September 15, 1993 which was duly filed and recorded on November 4, 1993 and assigned Recordation Number 18451.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee Rail Tex, Inc
4040 Broadway, Suite 200
San Antonio, TX 78209

A description of the railroad equipment covered by the enclosed document is:

One hundred (100) 100-ton covered hopper railcars marked and numbered as listed in the enclosed Memorandum of Lease

Also enclosed is a payment of \$18 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

LICENSING BRANCH

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RECEIVED
OFFICE OF THE
SECRETARY OF
TRANSPORTATION

Mr. Vernon A Williams

October 20, 1994

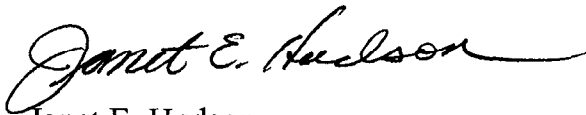
Page 2

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Commission's Index is.

Memorandum of Lease Agreement dated as of November 19, 1992
between Greenbrier Leasing Corporation, Lessor, and Rail Tex, Inc.,
Lessee, covering one hundred (100) 100-ton covered hopper railcars
marked and numbered as listed in the enclosed Memorandum of Lease.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Hudson".

Janet E. Hudson

Administrative Assistant - Legal

jch
Enclosure

cc: Robert W. Alvord, Esq

18451-A

OCT 26 1994 12:17

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

RAIL TEX, INC. ("LESSEE")

This is a Memorandum of a Lease Agreement executed by Rail Tex, Inc. ("Lessee") on November 19, 1992 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Rail Tex, Inc. a Texas corporation.

WHEREAS, Lessee leased from Pac Rail, as lessor, ninety-five (95) 100-ton, covered hopper railcars on or about November 19, 1992;

WHEREAS, Pac Rail assigned all of its right, title and interest in the lease and the railcars to Lessor on September 15, 1993;

WHEREAS, Lessor and Lessee now wish to add additional railcars to the lease agreement which will bring the total number of railcars covered by the lease to 100.

W I T N E S S E T H:

1. Greenbrier Leasing Corporation has agreed to furnish to Lessee and Lessee has agreed to lease from Lessor one hundred (100) 100-ton covered hopper railcars marked and numbered as follows:

MNA 888596	MNA 888628	MNA 888683	MNA 888721	MNA 890968
MNA 888597	MNA 888637	MNA 888685	MNA 888722	MNA 890969
MNA 888598	MNA 888640	MNA 888686	MNA 888726	MNA 891086
MNA 888600	MNA 888643	MNA 888687	MNA 888728	MNA 891089
MNA 888601	MNA 888650	MNA 888688	MNA 888729	MNA 891091
MNA 888603	MNA 888651	MNA 888689	MNA 888731	MNA 891094
MNA 888604	MNA 888655	MNA 888690	MNA 888732	MNA 891095
MNA 888608	MNA 888656	MNA 888691	MAN 888733	MNA 891096
MNA 888609	MNA 888657	MNA 888695	MNA 888734	MNA 891097
MNA 888612	MNA 888658	MNA 888696	MAN 888736	MNA 891098
MNA 888613	MNA 888660	MNA 888697	MNA 888737	MNA 891100
MNA 888614	MNA 888663	MNA 888699	MNA 888740	MNA 891101
MNA 888615	MNA 888664	MNA 888702	MNA 888741	MNA 891102
MNA 888618	MNA 888665	MNA 888705	MNA 888743	MNA 891104
MNA 888620	MNA 888669	MNA 888710	MNA 888744	MNA 891105
MNA 888621	MNA 888672	MNA 888715	MNA 888745	MNA 459851
MNA 888622	MNA 888674	MNA 888716	MNA 890963	MNA 459852
MNA 888623	MNA 888678	MNA 888718	MNA 890964	MNA 459853
MNA 888625	MNA 888680	MNA 888719	MNA 890965	MNA 459854
MNA 888626	MNA 888681	MNA 888720	MNA 890966	MNA 459855

2. The Lease Agreement shall be effective as of November 19, 1992 and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb, Sec. V.P.

RAIL TEX, INC.

By: Daniel T. McShane

STATE OF OREGON

COUNTY OF CLACKAMAS

)
) ss.
)

On this 19th day of October, 1994, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF TEXAS

COUNTY OF BEXAR

)
) ss.
)

On this 10th day of OCTOBER, 1994, before me personally appeared DANIEL T. MESNANG, to me personally known, who being by me duly sworn, says that he is the VP. SALES. BUSINESS DEVELOPMENT of RAILTEX SERVICE Co., INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Stella F. Carter
NOTARY PUBLIC

My commission expires:



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